

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
ERG Intermediate Holdings, LLC, <i>et al.</i> , ¹	§	Jointly Administered
	§	
Debtors.	§	Case No. 15-31858-hdh-11

**DECLARATION OF ROBERT J. FEINSTEIN
IN SUPPORT OF (I) MOTION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS TO TRANSFER VENUE AND (II) MOTION TO
SHORTEN NOTICE RELATING TO MOTION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS TO TRANSFER VENUE**

I, Robert J. Feinstein, hereby declare as follows:

1. I am a member of the firm of Pachulski Stang Ziehl & Jones LLP, and maintain an office at 780 Third Avenue, 34th Floor, New York, New York 10017-2024. I make this declaration in support of the *Motion of the Official Committee of Unsecured Creditors to Transfer Venue* (the “Venue Transfer Motion”) and the *Motion to Shorten Notice Relating to the Motion of the Official Committee of Unsecured Creditors to Transfer Venue* (together with the Venue Transfer Motion, the “Motions”).

2. All facts set forth herein are of my own personal knowledge or gathered from those individuals that work under my supervision, and my review of relevant documents. If called upon to testify as to the facts set forth herein, I could and would competently testify thereto.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (0408); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (2081); and ERG Operating Company, LLC (8385). The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309.

3. In compliance with Local Bankruptcy Rule 9014-1(b) and (d)(1), my partner, Jeffrey N. Pomerantz, and I have conferred in good faith with counsel for the Debtors and counsel for the Debtors' secured lenders (the "Lenders") to request that they consent to (i) transfer venue of these Cases to the California Bankruptcy Court and (ii) schedule the hearing on the Venue Transfer Motion on June 1, 2015 at 1:30 (CDT). Neither counsel for the Debtors nor counsel for the Lenders consented to transfer venue of these Cases to the California Bankruptcy Court. Counsel for the Debtors has consented to scheduling the hearing on the Venue Transfer Motion on June 1, 2015 at 1:30 (CDT). Counsel for the Lenders has not responded to such request as of the filing of the Motions.

4. Attached hereto as **Exhibit 1** is a copy of the Restructuring Support Agreement (the "RSA"), dated as of April 30, 2015, by and among Scott Y. Wood, CLMG Corp., the Lenders (as defined in the RSA), and, for the limited purposes of Section 6(f) and Section 19, the above-captioned debtors. This document was referenced in the First Day Declaration (as defined in the Motion) but not filed. The attached copy was provided by the Debtors' counsel upon my request.

5. Attached hereto as **Exhibit 2** is a list of pending actions in which one or more of the debtors in the above-captioned cases is a defendant in jurisdictions with electronic dockets.

I declare under penalty of perjury pursuant to the laws of the United States that the foregoing is true and correct.

Executed this 15th day of May, 2015, at New York, New York.

/s/ Robert J. Feinstein
Robert J. Feinstein